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RECORDATION NO.

27284

FILED

DEC 18 '07

-4 20 PM

SURFACE TRANSPORTATION BOARD

December 18, 2007

Ms. Barbara Sadler
Recordations Unit
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Barbara:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 11/1/07 involving the following parties and railroad equipment:

Secured Party:	Wells Fargo Equipment Finance, Inc. Investors Building, Suite 700 733 Marquette Avenue So. Minneapolis, MN 55402
Debtor:	RTI Railroad Services, Inc. 923 North 290 East America Fork, UT 84003
Equipment:	18, 89' 70-ton COFC/TOFC Flatcars FEC 3344-3435, NI; 80195, 80213 Previously: MNA 901077-901154, NI; WE 7151, 8044

Please record this agreement as a primary document. The filing fee of \$35 is enclosed.

Summary: Memorandum of Security Agreement dated 11/1/07 between Wells Fargo Equipment Finance, Inc. as Secured Party and RTI Railroad Services, Inc. as Debtor including the 18 railcars described above. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

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Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 1st day of November 2007, by and between RTI Railroad Services, Inc, a Utah corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of November 1, 2007 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated November 1, 2007 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Eighteen (18) 89ft 70-ton COFC/ TOFC Flatcars with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract of otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc.

By: [Signature]Its: Sr. Contract Administrator

RTI Railroad Services, Inc.

By: [Signature]

Its: _____

STATE OF _____
COUNTY OF _____

On this ____ day of _____, 2007, before me, a Notary Public of the City and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of _____, an _____ corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires:

STATE OF Utah
COUNTY OF Utah

On this 12 day of November, 2007, before me a Notary Public of the City and State aforesaid, personally appeared Charles Jacobs, to me personally known who being by me duly sworn, says that he/she is a owner of RTI Railroad, that foregoing instrument is was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

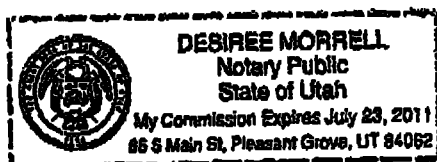
AS WITNESS my hand and notarial seal.

(Seal)

Desiree Morrell

Notary Public

My commission expires: 23 July 2011





Willis Tower Equipment Finance, Inc.
700 Margate Avenue, Suite 700
Sarasota, FL 34232

Schedule A

For Memorandum of Security Agreement

Contract Number 0750000-702 dated 1st of November 1, 2007

Debtor: **RIT Police Services, Inc.**

Equipment Description: **Eighteen (18) 70-ton 800 DOFC/TORO Flatbeds**

Old Markings	Current Markings
MVA 901100	FEC 3314
MVA 901102	FEC 3348
MVA 901120	FEC 3354
MVA 901120	FEC 3387
MVA 901116	FEC 3402
MVA 901107	FEC 3390
MVA 901121	FEC 3405
MVA 901118	FEC 3404
MVA 901124	FEC 3413
MVA 901073	FEC 3421
MVA 901137	FEC 3406
MVA 901080	FEC 3422
MVA 901081	FEC 3425
MVA 901082	FEC 3426
MVA 901080	FEC 3431
MVA 901094	FEC 3435
WE 7151	FEC 5005
WE 8021	FEC 5013

Dated: November 1, 2007

Debtor: **RIT Police Services, Inc.**
By: *[Signature]*
Title: **PRESIDENT**

